



Governance and Human Resources Committee

Terms of Reference

Purpose

The Governance and Human Resources Committee provides oversight, guidance and direction with respect to MPAC's governance framework and processes (including Board and Committee structures), human resources strategy, performance management program and Board remuneration and expense policies.

Composition

1. The Governance and Human Resources Committee shall consist of a minimum of five (5) and a maximum of nine (9) directors of the Board. The Chair and Vice-Chair may (but are not required to) serve on the Governance and Human Resources Committee.
2. Members of the Governance and Human Resources Committee shall not be drawn solely from any one municipal, taxpayer or provincial representative group.
3. Each member of the Governance and Human Resources Committee shall serve at the pleasure of the Board, and only so long as the member is a Director.
4. The Governance and Human Resources Committee shall annually elect, from among its members, a Chair to preside over the meetings and fulfill the Position Description of the Governance and Human Resources Committee Chair.

5. MPAC shall provide a Minute taker to assist the Corporate Secretary with, among other responsibilities, taking minutes at Governance and Human Resources Committee meetings, and shall provide any other resources to the Governance and Human Resources Committee that the Governance and Human Resources Committee deems appropriate in order to fulfill the Governance and Human Resources Committee's Terms of Reference.

Meetings

6. The Governance and Human Resources Committee shall meet at least four (4) times per year.
7. Unless otherwise determined by the Board, a majority of the total members of the Governance and Human Resources Committee, but not fewer than three (3), shall constitute a quorum for the transaction of business of Governance and Human Resources Committee meetings.
8. The Governance and Human Resources Committee shall maintain minutes of its meetings in which shall be recorded all actions taken by the Governance and Human Resources Committee. Such minutes shall be forwarded to the Board and inserted in the Minute Book of MPAC.
9. Meetings of the Governance and Human Resources Committee shall be held at the Pickering Office of MPAC or at any other place in Ontario as specified in the notice calling the meeting.

Responsibilities

Board and Committee Governance

10. The Governance and Human Resources Committee shall review MPAC's Board and Committee governance and report any recommendations to the Board for their consideration and approval. Specifically, the Governance and Human Resources Committee shall:
 - a. Every two years review the size, composition and leadership of all Board Committees and, upon consultation with the Board Chair and individual Directors, the Governance and Human Resources Committee shall make recommendations to the Board for consideration and approval;
 - b. Annually ensure compliance with all Board governance and disclosure requirements;
 - c. Annually review Director competencies and skills, including identifying any critical gaps in the competencies, skills and other attributes necessary to complement MPAC's strategic direction and the balance of the overall composition of the Board;
 - d. Annually conduct self and peer Director evaluations of Board performance, including surveys of meeting effectiveness, continuing education and technology capacity; and
 - e. Annually conduct performance evaluations of the Board, the Board Chair, the Vice Chair and Committee Chairs.

11. At least every three (3) years, the Governance and Human Resources Committee shall review the following and report any recommendations to the Board for consideration and approval:

- a. The Position Descriptions, roles, responsibilities and remuneration for the Board Chair, Vice-Chair, Board Committee Chairs and Directors;
 - b. Any Directives or other directions from the Government of Ontario, MPAC By-laws and other governing documents, and the Board of Directors' Code of Conduct and Conflict of Interest Declaration;
 - c. The Mandate for the Board and the Terms of Reference for each Committee of the Board;
 - d. The Board Diversity Policy and the Board Social Media Policy;
 - e. Director orientation, development, education and training materials; and
 - f. Any other recommended policies, processes or programs to enable the Board of Directors to fulfill its duties and obligations.
12. Upon new Director appointments to the Board, new Directors may attend the next set of scheduled Committee meetings as a guest. The Chair of the Board and the Chair of the Governance and Human Resources Committee shall then assess the Director's skills and competencies and shall appoint new Board members to the appropriate Committee(s) of the Board. Such appointments will be re-evaluated by the Board when Committee membership is renewed.
 13. The Governance and Human Resources Committee shall receive regular reports from the Vice President and General Counsel, of any administrative amendments made to any of the Board governance documents set out herein.
 14. The Governance and Human Resources Committee shall take all reasonable steps to ensure that MPAC's governing documents, specifically including the Board of Directors Mandate, the Board's Code of Conduct and Conflict of Interest Declaration, and all other Terms of Reference, are published on

MPAC's website and are made available or accessible to any stakeholder on request.

15. The Governance and Human Resources Committee and the Board Chair shall respond to Director conflict of interest situations in accordance with the Board's Code of Conduct and Conflict of Interest Declaration.

[Human Resources and Performance Management](#)

16. The Governance and Human Resources Committee shall annually review the Chief Administrative Officer's (CAO) employment contract and make recommendations to the Board for consideration and approval regarding the CAO's performance, goals and compensation, including any short-and long-term incentives. Such review shall include a report on CAO compensation from Management or, in the Governance and Human Resources Committee's discretion, an independent compensation consultant. For greater clarity, the Board shall have the sole authority to determine CAO compensation.
17. The Governance and Human Resources Committee may retain external counsel for any matters with respect to the CAO's employment contract and may approve the CAO's use of external counsel for same.
18. The Governance and Human Resources Committee shall annually review and recommend for approval by the Board, the temporary successors for the CAO in case of extended absence or disability.
19. The Governance and Human Resources Committee shall review any advice and recommendations of the CAO concerning any material changes to the following and make recommendations to the Board for consideration and approval:

- a. MPAC's overall organization compensation program, including bargaining unit, non-bargaining unit and executive compensation;
- b. Labour relations, including collective bargaining mandates;
- c. Policies and procedures to accommodate employees with disabilities and pay equity;
- d. Employee hiring, training, retention and advancement;
- e. Succession and development planning; and
- f. Confidential employee surveys, including surveys of employee morale, MPAC culture, employee engagement, and job satisfaction.

[Board Remuneration and Expense Policy](#)

20. The Governance and Human Resources Committee shall review the Board Remuneration and Expense Policy and its associated controls, documentation and results tested by Internal Audit Services every three years and recommend any changes to the Board for consideration and approval.
21. The Governance and Human Resources Committee shall review any material change(s) to the Board Remuneration and Expense Policy at its next regularly scheduled meeting, and recommend such change(s) to the Board for consideration and approval. Any administrative change(s) only to this policy shall be implemented immediately, summarized, and reported annually to the Governance and Human Resources Committee for information.
22. The Governance and Human Resources Committee may be delegated other responsibilities by the Board.

Resources

23. The President and Chief Administrative Officer may have direct communication with the Committee Chair at any time.
24. The President and Chief Administrative Officer and the delegated Corporate Secretary shall attend all Governance and Human Resources Committee meetings.
25. Other members of the Executive Management Group or Senior Leadership Team may be asked to attend meetings of the Governance and Human Resources Committee, as the Governance and Human Resources Committee deems appropriate.
26. The Governance and Human Resources Committee shall review the need for any resources beyond those identified above. Such additional resources shall be provided by MPAC as deemed appropriate by the Governance and Human Resources Committee in fulfilling these Terms of Reference.

Committee Operations

27. At least every three (3) years, the Governance and Human Resources Committee shall evaluate the adequacy of these Terms of Reference and recommend any proposed changes to the Board of Directors for consideration and approval.
28. The Governance and Human Resources Committee shall annually prepare a Committee Work Plan to ensure that the foregoing responsibilities and priorities are scheduled and fully addressed. The Work Plan shall be presented to the Board for consideration and approval.

29. The Governance and Human Resources Committee shall review, at least annually, its compliance with these Terms of Reference, and evaluate its overall effectiveness and shall report thereon to the Board.
30. Following each Governance and Human Resources Committee meeting, the Governance and Human Resources Committee Chair shall report to the Board on the activities, findings, due diligence, and any recommendations of the Governance and Human Resources Committee.

Procedures

31. The Governance and Human Resources Committee may meet in separate, non-management, Closed sessions with internal personnel or outside advisors, as needed or appropriate.
32. The Governance and Human Resources Committee may meet in separate, non-management, in Camera sessions at each regularly scheduled meeting.
33. The Governance and Human Resources Committee shall have sole authority to retain, oversee, compensate and terminate independent advisors to assist the Governance and Human Resources Committee in its activities.
34. The Governance and Human Resources Committee shall receive adequate funding from MPAC for independent advisors and ordinary administrative expenses that are needed or appropriate for the Governance and Human Resources Committee to carry out its duties.
35. The Governance and Human Resources Committee shall, in consultation with the Board Chair, retain, oversee, compensate and terminate, as appropriate, independent advisors to assist any individual Governance and Human Resources Committee member as necessary.

36. The Governance and Human Resources Committee shall carry out any other appropriate duties and responsibilities assigned by the Board.

To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Terms of Reference is delegated to the Manager, Board Administration who shall summarize and report any minor amendments to the Governance and Human Resources Committee annually for information. The Governance and Human Resources Committee shall review any material change(s) to these Terms of Reference at its next regularly scheduled meeting and recommend such change(s) to the Board for consideration and approval.

For Reference:

Closed session: A session with Board members only and internal personnel or outside advisors, as needed or appropriate.

In Camera session: A session with Board members only.

A **material** change to a governance document is a substantive or fundamental change. It includes, but is not limited to: a proposed change to a role, right, responsibility, or reporting relationship.

An **administrative** change to a governance document is non-substantive. It includes, but is not limited to: a definition, the use of adjectives, an elaboration, a footnote, the use of examples, consolidation of an administrative change in another document for consistency, or the use of technical or clarifying language.

An administrative change does not fundamentally alter any existing role, right, responsibility or reporting relationship.

History

Amendments:	N/A
Board Received Date:	September 24, 2025
Committee Review Date:	September 17, 2025
Board Approval Dates:	September 24, 2025 December 11, 2024 September 25, 2024 June 15, 2023 June 11, 2015 September 24, 2014